

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

**OCEAN RIDGE CAPITAL ADVISORS,
LLC, as Litigation Trustee of THE
MAS LITIGATION TRUST,**

Plaintiff,

v.

**METROPOLITAN LIFE INSURANCE COMPANY, THE
NORTHWESTERN MUTUAL LIFE INSURANCE
COMPANY, CAPITAL D'AMERIQUE CDPQ INC.,
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC,
CSFB LP HOLDING, SKOOG FAMILY INVESTMENTS,
LLC, BANCAMERICA CAPITAL INVESTORS II, L.P.,
WINDWARD/PARK AB III, L.L.C., WINDWARD
CAPITAL PARTNERS L.P., WINDWARD CAPITAL,
ASSOCIATES, L.P., SUEZ CAPITAL PARTNERS II, L.P.,
INDOSUEZ CAPITAL CO-INVEST PARTNERS, L.P.,
SCP II ASSOCIATES, CREDIT SUISSE FIRST BOSTON
(USA), INC., CREDIT SUISSE FIRST BOSTON,
GOLDMAN SACHS CREDIT PARTNERS L.P., JEFFREY
A. ANDERSON, JON F. BAKER, JOSE R. GARCIA,
ROBERT H. BARTON III, H.H. WACASER, PETER S.
MACDONALD, GARY SWENSON, JOHN F. MAYPOLE,
THOMAS GRAHAM, DONALD A. MCKAY, HENRY A.
NICKOL, JEFFREY HODGMAN, A. KIPP KOESTER,
CRAIG VAN ESS, GURMINDER S. BEDI, THOMAS
WALKER, JACK SKOOG AND DEAN VANEK,**

Case No. 07-CV-3213 (SAS)

Defendants.

**NOTICE OF PLAINTIFF'S
MOTION TO DISMISS COUNTERCLAIM
OF DEFENDANTS JACK SKOOG AND
SKOOG FAMILY INVESTMENTS, LLC**

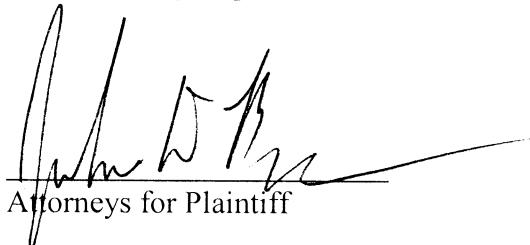
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PLEASE TAKE NOTICE that upon the annexed affidavit of John D. Byars, sworn on February 20, 2008 and the exhibits attached thereto, the accompanying Memorandum of Law in support of this motion, and the pleadings herein, Plaintiff will move this Court, before Judge Shira A. Scheindlin, United States District Judge, for an order pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure granting an order dismissing the Counterclaim in its entirety. "Counterclaim" refers to the Counterclaim filed in this action by Defendants Jack Skoog and Skoog Family Investments, LLC on or about February 1, 2008.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 20, 2008



John D. Byars
Attorneys for Plaintiff

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